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QUARTERLY STATEMENT

As of June 30, 2014

of the Condition and Affairs of the

Safe Auto Insurance Company

NAIC Group Code..... , (Current Period) (Prior Period) | NAIC Company Code..... 25405 | Employer's ID Number..... 31-1379882

Organized under the Laws of OHIO | State of Domicile or Port of Entry OHIO | Country of Domicile US

Incorporated/Organized..... May 28, 1993 | Commenced Business..... August 25, 1993

Statutory Home Office	4 Easton Oval….. Columbus ..... OH .... 43219 *(Street and Number) (City or Town, State, Country and Zip Code)*	
Main Administrative Office	4 Easton Oval….. Columbus ..... OH .... *(Street and Number) (City or Town, State, Country and Zip Code)*	614-231-0200 *(Area Code) (Telephone Number)*
Mail Address	4 Easton Oval….. Columbus ..... OH .... *(Street and Number or P. O. Box) (City or Town, State, Country and Zip Code)*	
Primary Location of Books and Records	4 Easton Oval….. Columbus ..... OH .... *(Street and Number) (City or Town, State, Country and Zip Code)*	614-231-0200 *(Area Code) (Telephone Number)*
Internet Web Site Address		
Statutory Statement Contact	Melinda Fry *(Name)*	614-944-7701 *(Area Code) (Telephone Number) (Extension)*
	melinda.fry@safeauto.com *(E-Mail Address)*	614-559-5357 *(Fax Number)*

OFFICERS

Name	Title	Name	Title
1. Ronald H Davies	CEO & President	2. Mark D LeMaster	General Counsel & Secretary
3. Greg A Sutton	Chief Financial Officer & Treasurer	4. Thomas J Happensack	Controller

OTHER

John Kish	Sr. Vice President	Evan McKee	Sr. Vice President

DIRECTORS OR TRUSTEES

Britt Beemer	Charles Bryan	Ari Deshe	Jon Diamond
Oded Gur-Arie	Ralph Kaparos	William H Graves	Ronald Davies

State of........ Ohio
County of..... Franklin

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions* and *Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)	(Signature)	(Signature)
Ronald H Davies	Mark D LeMaster	Greg A Sutton
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
CEO & President	General Counsel & Secretary	Chief Financial Officer & Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me
This ________ day of ____________________

a. Is this an original filing? Yes [X] No [ ]
b. If no: 1. State the amendment number
2. Date filed
3. Number of pages attached

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	212,498,289		212,498,289	212,506,452
2. Stocks:				
2.1 Preferred stocks	365,930		365,930	210,400
2.2 Common stocks	39,538,549		39,538,549	24,516,059
3. Mortgage loans on real estate:				
3.1 First liens			0	
3.2 Other than first liens			0	
4. Real estate:				
4.1 Properties occupied by the company (less $..........0 encumbrances)	30,100,839		30,100,839	30,213,725
4.2 Properties held for the production of income (less $..........0 encumbrances)			0	
4.3 Properties held for sale (less $..........0 encumbrances)	900,000		900,000	956,000
5. Cash ($.....162,742), cash equivalents ($..........0) and short-term investments ($.....9,163,919)	9,326,661		9,326,661	24,102,507
6. Contract loans (including $..........0 premium notes)			0	
7. Derivatives			0	
8. Other invested assets	5,806,795		5,806,795	
9. Receivables for securities			0	
10. Securities lending reinvested collateral assets			0	
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	298,537,064	0	298,537,064	292,505,143
13. Title plants less $..........0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	1,601,018		1,601,018	1,549,697
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	14,207,664		14,207,664	14,060,111
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $..........0 earned but unbilled premiums)	48,863,775		48,863,775	42,562,851
15.3 Accrued retrospective premiums			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	
16.2 Funds held by or deposited with reinsured companies			0	
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans			0	
18.1 Current federal and foreign income tax recoverable and interest thereon			0	
18.2 Net deferred tax asset	4,822,755		4,822,755	3,713,493
19. Guaranty funds receivable or on deposit			0	
20. Electronic data processing equipment and software	13,825,002	11,905,493	1,919,509	1,863,202
21. Furniture and equipment, including health care delivery assets ($..........0)	1,175,413	1,175,413	0	
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	
23. Receivables from parent, subsidiaries and affiliates	1,002,273		1,002,273	2,799
24. Health care ($..........0) and other amounts receivable			0	
25. Aggregate write-ins for other than invested assets	12,186,323	836,832	11,349,491	11,040,907
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25)	396,221,287	13,917,738	382,303,549	367,298,203
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	396,221,287	13,917,738	382,303,549	367,298,203

DETAILS OF WRITE-INS

1101.			0	
1102.			0	
1103.			0	
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Corporate owned life insurance	5,998,527		5,998,527	5,700,406
2502. Deferred compensation life insurance	5,033,302		5,033,302	4,752,146
2503. Prepaid expenses	685,339	685,339	0	
2598. Summary of remaining write-ins for Line 25 from overflow page	469,155	151,493	317,662	588,355
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	12,186,323	836,832	11,349,491	11,040,907

LIABILITIES, SURPLUS AND OTHER FUNDS

		1 Current Statement Date	2 December 31 Prior Year
1.	Losses (current accident year $.....50,257,226)	109,800,633	113,277,992
2.	Reinsurance payable on paid losses and loss adjustment expenses		
3.	Loss adjustment expenses	31,164,857	31,839,584
4.	Commissions payable, contingent commissions and other similar charges	1,145,177	174,370
5.	Other expenses (excluding taxes, licenses and fees)	12,706,521	11,703,284
6.	Taxes, licenses and fees (excluding federal and foreign income taxes)	3,479,833	4,232,758
7.1	Current federal and foreign income taxes (including $..........0 on realized capital gains (losses))		
7.2	Net deferred tax liability		
8.	Borrowed money $.....150,000 and interest thereon $..........0	150,000	150,000
9.	Unearned premiums (after deducting unearned premiums for ceded reinsurance of $...........0 and including warranty reserves of $..........0 and accrued accident and health experience rating refunds including $..........0 for medical loss ratio rebate per the Public Health Service Act	79,368,412	72,029,023
10.	Advance premium	88,634	
11.	Dividends declared and unpaid:		
	11.1 Stockholders		
	11.2 Policyholders		
12.	Ceded reinsurance premiums payable (net of ceding commissions)		
13.	Funds held by company under reinsurance treaties		
14.	Amounts withheld or retained by company for account of others		
15.	Remittances and items not allocated	10,755	10,223
16.	Provision for reinsurance (including $..........0 certified)		
17.	Net adjustments in assets and liabilities due to foreign exchange rates		
18.	Drafts outstanding		
19.	Payable to parent, subsidiaries and affiliates	2,753,824	2,814,508
20.	Derivatives		
21.	Payable for securities	566,495	
22.	Payable for securities lending		
23.	Liability for amounts held under uninsured plans		
24.	Capital notes $..........0 and interest thereon $..........0		
25.	Aggregate write-ins for liabilities	1,529,198	1,669,478
26.	Total liabilities excluding protected cell liabilities (Lines 1 through 25)	242,764,338	237,901,220
27.	Protected cell liabilities		
28.	Total liabilities (Lines 26 and 27)	242,764,338	237,901,220
29.	Aggregate write-ins for special surplus funds	0	0
30.	Common capital stock	2,500,000	2,500,000
31.	Preferred capital stock		
32.	Aggregate write-ins for other than special surplus funds	0	0
33.	Surplus notes		
34.	Gross paid in and contributed surplus	55,400,000	55,400,000
35.	Unassigned funds (surplus)	81,639,211	71,496,983
36.	Less treasury stock, at cost:		
	36.1 ....0.000 shares common (value included in Line 30 $..........0)		
	36.2 ....0.000 shares preferred (value included in Line 31 $..........0)		
37.	Surplus as regards policyholders (Lines 29 to 35, less 36)	139,539,211	129,396,983
38.	Totals (Page 2, Line 28, Col. 3)	382,303,549	367,298,203

DETAILS OF WRITE-INS

2501.	Funds set aside for escheatment	1,529,198	1,669,478
2502.			
2503.			
2598.	Summary of remaining write-ins for Line 25 from overflow page	0	0
2599.	Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	1,529,198	1,669,478
2901.			
2902.			
2903.			
2998.	Summary of remaining write-ins for Line 29 from overflow page	0	0
2999.	Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	0	0
3201.			
3202.			
3203.			
3298.	Summary of remaining write-ins for Line 32 from overflow page	0	0
3299.	Totals (Lines 3201 thru 3203 plus 3298) (Line 32 above)	0	0

STATEMENT OF INCOME

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct (written $.....161,043,371)	153,703,985	146,565,744	286,011,185
1.2 Assumed (written $..........0)			
1.3 Ceded (written $.....44,947)	44,947	22,420	
1.4 Net (written $.....160,998,424)	153,659,038	146,543,324	286,011,185
DEDUCTIONS:			
2. Losses incurred (current accident year $.....94,764,297):			
2.1 Direct	88,976,390	96,183,853	182,821,046
2.2 Assumed			
2.3 Ceded			
2.4 Net	88,976,390	96,183,853	182,821,046
3. Loss adjustment expenses incurred	17,019,007	15,172,659	27,051,311
4. Other underwriting expenses incurred	58,033,820	51,843,150	103,239,295
5. Aggregate write-ins for underwriting deductions	0	0	0
6. Total underwriting deductions (Lines 2 through 5)	164,029,216	163,199,662	313,111,652
7. Net income of protected cells			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7)	(10,370,178)	(16,656,338)	(27,100,467)
INVESTMENT INCOME			
9. Net investment income earned	3,888,354	3,477,612	6,946,386
10. Net realized capital gains (losses) less capital gains tax of $..........0	(1,043)	(347,853)	(269,282)
11. Net investment gain (loss) (Lines 9 + 10)	3,887,311	3,129,759	6,677,104
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered $..........0 amount charged off $.....1,290,915)	(1,290,915)	(1,423,434)	(3,241,257)
13. Finance and service charges not included in premiums	14,366,848	14,136,413	27,347,754
14. Aggregate write-ins for miscellaneous income	1,576,387	1,441,887	3,006,226
15. Total other income (Lines 12 through 14)	14,652,319	14,154,866	27,112,723
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	8,169,452	628,287	6,689,360
17. Dividends to policyholders			
18. Net income after dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Line 16 minus Line 17)	8,169,452	628,287	6,689,360
19. Federal and foreign income taxes incurred	657,198		858,602
20. Net income (Line 18 minus Line 19) (to Line 22)	7,512,254	628,287	5,830,758
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	129,396,983	119,437,853	119,437,854
22. Net income (from Line 20)	7,512,254	628,287	5,830,758
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains or (losses) less capital gains tax of $.....1,068,668	2,223,141	1,007,102	1,837,391
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax	2,177,929	538,959	(1,882,794)
27. Change in nonadmitted assets	228,904	(3,094,770)	173,774
28. Change in provision for reinsurance			
29. Change in surplus notes			
30. Surplus (contributed to) withdrawn from protected cells			
31. Cumulative effect of changes in accounting principles			
32. Capital changes:			
32.1 Paid in			
32.2 Transferred from surplus (Stock Dividend)			
32.3 Transferred to surplus			
33. Surplus adjustments:			
33.1 Paid in		4,000,000	4,000,000
33.2 Transferred to capital (Stock Dividend)			
33.3 Transferred from capital			
34. Net remittances from or (to) Home Office			
35. Dividends to stockholders	(2,000,000)		
36. Change in treasury stock			
37. Aggregate write-ins for gains and losses in surplus	0	0	0
38. Change in surplus as regards policyholders (Lines 22 through 37)	10,142,228	3,079,578	9,959,129
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	139,539,211	122,517,431	129,396,983

DETAILS OF WRITE-INS

0501.			
0502.			
0503.			
0598. Summary of remaining write-ins for Line 5 from overflow page	0	0	0
0599. Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above)	0	0	0
1401. Miscellaneous income	1,576,387	1,441,887	3,006,226
1402.			
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	1,576,387	1,441,887	3,006,226
3701. Additional admitted deferred tax assets			
3702. Reclassification of additional admitted deferred tax assets to special surplus funds			
3703.			
3798. Summary of remaining write-ins for Line 37 from overflow page	0	0	0
3799. Totals (Lines 3701 thru 3703 plus 3798) (Line 37 above)	0	0	0

CASH FLOW

		1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
	CASH FROM OPERATIONS			
1.	Premiums collected net of reinsurance	154,638,584	148,302,148	286,212,756
2.	Net investment income	5,966,615	4,774,778	9,407,494
3.	Miscellaneous income	14,652,319	14,154,866	27,112,723
4.	Total (Lines 1 through 3)	175,257,518	167,231,792	322,732,973
5.	Benefit and loss related payments	92,453,749	94,969,427	176,265,898
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	74,506,436	70,313,406	131,621,418
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $.....1,242 tax on capital gains (losses)	657,198		858,602
10.	Total (Lines 5 through 9)	167,617,383	165,282,833	308,745,918
11.	Net cash from operations (Line 4 minus Line 10)	7,640,136	1,948,959	13,987,054
	CASH FROM INVESTMENTS			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	20,942,945	35,805,089	84,774,015
	12.2 Stocks	3,228,962	5,691,140	7,685,651
	12.3 Mortgage loans			3,500,000
	12.4 Real estate			
	12.5 Other invested assets			488,387
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
	12.7 Miscellaneous proceeds	566,495		
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	24,738,402	41,496,229	96,448,053
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	21,817,553	31,119,089	95,450,624
	13.2 Stocks	16,153,434	1,567,400	5,794,949
	13.3 Mortgage loans			
	13.4 Real estate	279,759		
	13.5 Other invested assets	5,568,323		
	13.6 Miscellaneous applications		6,015,834	6,015,834
	13.7 Total investments acquired (Lines 13.1 to 13.6)	43,819,069	38,702,323	107,261,407
14.	Net increase or (decrease) in contract loans and premium notes			
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(19,080,667)	2,793,906	(10,813,354)
	CASH FROM FINANCING AND MISCELLANEOUS SOURCES			
16.	Cash provided (applied):			
	16.1 Surplus notes, capital notes			
	16.2 Capital and paid in surplus, less treasury stock		4,000,000	4,000,000
	16.3 Borrowed funds			
	16.4 Net deposits on deposit-type contracts and other insurance liabilities			
	16.5 Dividends to stockholders	2,000,000	4,000,000	4,000,000
	16.6 Other cash provided (applied)	(1,335,315)	(7,025,549)	(1,270,202)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(3,335,315)	(7,025,549)	(1,270,202)
	RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18.	Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)	(14,775,846)	(2,282,684)	1,903,498
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	24,102,507	22,199,008	22,199,008
	19.2 End of period (Line 18 plus Line 19.1)	9,326,660	19,916,325	24,102,507

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0001				

NOTES TO FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Accounting Practices

1. The accompanying financial statements of Safe Auto Insurance Company ("the Company") have been prepared on the basis of accounting practices prescribed or permitted by the Insurance Department of the State of Ohio. The Insurance Department of the State of Ohio recognizes only statutory accounting practices prescribed or permitted by the State of Ohio for determining and reporting the financial condition and results of operations of an insurance company, and for determining its solvency under the Ohio Insurance Law. The National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures manual (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the State of Ohio.

		June 30, 2014		June 30, 2013
Net income Ohio basis		7,512,254		628,287
State prescribed practices		0		0
State permitted practices		0		0
Net income, NAIC SAP	$	7,512,254	$	628,287
Statutory surplus Ohio basis		139,539,211		122,517,431
State prescribed practices		0		0
State permitted practices		0		0
Statutory surplus, NAIC SAP	$	139,539,211	$	122,517,431

There have been no significant changes in accounting policies.

2. ACCOUNTING CHANGES AND CORRECTIONS OF ERRORS

The Company did not have any material changes in accounting principles and/or corrections of errors.

3. BUSINESS COMBINATIONS AND GOODWILL

No change

4. DISCONTINUED OPERATIONS

No change

5. INVESTMENTS

A. Mortgage Loans
1. None

B. Debt Restructuring
1. None

C. Reverse Mortgages
1. None

D. Loan-Backed Securities

1. Prepayment assumptions for mortgage-backed securities, collateralized mortgage obligations and other structured securities were generated using a purchased prepayment model. The prepayment model uses a number of factors to estimate prepayment activity including the time of year (seasonality), current levels of interest rates (refinancing incentive), economic activity (including housing turnover) and term and age of the underlying collateral (burnout, seasoning). On an ongoing basis, we monitor the rate of prepayment and calibrate the model to reflect actual experience, market factors, and viewpoint.

2. The Company had no loan backed securities with a 2014 recognized OTTI.

3. None

4. Unrealized Loss greater than and less than 12 months:

a. The aggregate amount of unrealized losses:

	Less Than 12 Months	(148,056)
	Greater Than 12 Months	(822,908)
		(970,964)

b. The aggregate related fair value of securities with unrealized losses:

	Less Than 12 Months	13,776,209
	Greater Than 12 Months	16,910,054
		30,686,263

5. Recommendations for potential impairments are based on periodic analytical reviews. Analysis relies on actual collateral performance measurements including, but not limited to prepayment rates, default rates, delinquencies and loss severity sourced through third party data providers.

E. Repurchase Agreements
1. None

F. Real Estate
1. In 2013, the Company closed operations at the call center operation in South Carolina. The Company has recognized impairment losses of $56,000 and $436,265 in 2014 and 2013, respectively, based on an appraisal of the building.

NOTES TO FINANCIAL STATEMENTS

2. The Company's branch office in Hemingway, South Carolina was updated to held for sale during the fourth quarter of 2013. As of June 30, 2014, this office building is still held for sale.
3. None
4. None
5. None

G. Low Income Housing Tax Credits
1. None

6. JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES

No change

7. INVESTMENT INCOME

No change

8. DERIVATIVE INSTRUMENTS

No change

9. INCOME TAXES

No change

10. INFORMATION CONCERNING PARENT, SUBSIDIARIES AND AFFILIATES

A. Nature of Relationships
1. The Company is a wholly owned subsidiary of Safe Auto Insurance Group, Inc. (Parent), a privately held company incorporated in Ohio.

B. Detail of Transactions Greater than ½% of Admitted Assets
1. The Company did not receive a capital contribution in 2014 but did receive a capital contribution of $4,000,000 from the Parent during 2013.
2. The Company participates in a cash sweep program with Safe Auto Group Agency. Within terms of the program they may commingle cash balances in a bank account owned by the Company.
3. Safe Auto Group Agency negotiates, manages, and purchases certain advertising for Safe Auto Insurance Company, sells and services certain insurance policies on the behalf of Safe Auto Insurance Company, and is reimbursed 100% by Safe Auto Insurance Company for all costs incurred to provide such services (see Note 10-F).
4. No other transactions exceeding the 1/2% limit occurred in 2014 or 2013.

C. Change in Terms of Intercompany Arrangements
1. None

D. Amounts Due to or From Related Parties
1. The Company had net receivables from Safe Auto Group Agency of $1,019,937 as of June 30, 2014 and net payables of $3,060,130 as of June 30, 2013.
2. SAGI Realty Ltd. (SAGI), a subsidiary of SafeAuto Realty, LLC., owns the Company's former headquarters and an adjacent building. The Company paid rent on these properties of $7,200 and $0 through the second quarter of 2014 and 2013, respectively. The Company also from time to time paid for improvements to certain rental properties and for building operating purposes on behalf of SAGI. The Company had net payables to SAGI of $1,200 as of June 30, 2014 and no net payables as of June 30, 2013.
3. The Company had a net payable balance to the Parent of $2,770,288 as of June 30, 2014 and a net receivable balance from Parent of $8,136,427,993 as of June 30, 2013. In the second quarter, the Company declared a $2,000,000 dividend to the Parent. This dividend was paid to the Parent in July, 2014.

E. Guarantees or Contingencies for Related Parties
1. None

F. Management, Service Contracts, Cost Sharing Arrangements
1. Safe Auto Insurance Company and Safe Auto Group Agency are parties of an agency contract. Safe Auto Group Agency provides agency services for Safe Auto Insurance Company by employing certain agents, customer service, and related management personnel while also exclusively providing all advertising and marketing efforts. Safe Auto Insurance Company paid Safe Auto Group Agency $5,800,404 and $9,996,889 for the second quarter of 2014 and 2013, respectively.
2. In August 2012, the Company and its parent entered into an agreement whereby Company management provides services to the parent and its subsidiaries. This agreement was approved by the Ohio Department of Insurance. The Parent paid the Company $249,999 in the second quarter and $499,998 for the first six months of 2014.
3. All such management, service contracts, and cost sharing agreements mentioned are transacted at cost and provide no profit provision to the service provider.

G. Nature of Relationships that Could Affect Operations
1. All outstanding shares of the Company are owned by Parent.

H. Amount Deducted for Investment in Upstream Company
1. None

I. Detail of Investments in Affiliates Greater than 10% of Admitted Assets
1. None

J. Write down for Impairments of Investments in Subsidiary, Controlled or Affiliated Companies
1. None

K. Foreign Subsidiary Valued Using CARVM
1. None

L. Downstream Holding Company Valued Using Look-Through Method
1. None

NOTES TO FINANCIAL STATEMENTS

11. DEBT

No change

12. RETIREMENT PLANS, DEFERRED COMPENSATION, AND POSTEMPLOYMENT BENEFITS

No change

13. CAPITAL AND SURPLUS, DIVIDEND RESTRICTIONS AND QUASI-REORGANIZATIONS

No change

14. CONTINGENCIES

A. Contingent Commitments

1. During the second quarter, The Company contributed $568,223 to its wholly owned subsidiary, Safe Auto Capital, LLC. At this time, The Company is the sole source of capital for Safe Auto Capital, LLC and has a maximum commitment of $5,000,000, which may be contributed as necessary.
2. Not applicable
3. Not applicable

B. Guaranty Fund and Other Assessments

1. The Company is subject to guaranty fund and other assessments by the states in which it writes business. Guaranty fund assessments should be accrued at the time of insolvencies. Other assessments should be accrued either at the time of assessment or in the case of premium based assessments, at the time the premiums were written, or in the case of loss based assessments, at the time the losses are incurred.
2. The Company determined there are no accruals needed at this time. This represents management's best estimate based on information received from the states in which the Company writes business and may change if different information is received from a state.

C. Gain Contingencies

1. The Company does not have any material gain contingencies.

D. Claims Related Extra Contractual Obligations and Bad Faith Losses Stemming from Lawsuits

The Company is named, from time to time and in the ordinary course of business, as a defendant in legal actions arising principally from claims made under its insurance contracts, including those seeking extra-contractual damages beyond policy limits. These are commonly referred to as extra-contractual or bad faith claims. The Company is presently defending two such matters. In accordance with applicable accounting principles, the Company establishes reserves for those matters as to which it has determined that it is probable a loss has been incurred and a reasonable estimate of the Company's potential exposure can be established. Such legal actions are considered by the Company in estimating the loss and LAE reserves.

At this time, the Company does not believe that any other legal action necessitates recognition of losses or disclosure, or that the resolution of such action would have a material adverse effect on the Company's financial position or results of operations.

During the second quarter of 2014 and 2013, the Company paid $64,500 and $27,500, respectively, net of reimbursements. This related to less than 25 claims in both periods.

The claim count information is disclosed on a "per claim" basis.

E. Product Warranties

1. Not applicable

F. All Other Contingencies

The Company is also, from time to time and in the ordinary course of business, faced with class action lawsuits, regulatory proceedings, and individual lawsuits that are not directly related to its insurance contracts. Such matters presently include two putative class action lawsuits alleging that the Company improperly charged premium to certain customers. The company is vigorously defending its position in these matters. In accordance with applicable accounting principles, the Company establishes reserves for those matters as to which it has determined that it is probable a loss has been incurred and a reasonable estimate of the Company's potential exposure can be established. Likewise, the Company does not establish reserves for those matters where the loss is not probable and/or it currently is unable to estimate the Company's potential exposure. If either or both of the existing class action suits result in a judgment against, or settlement by, the Company in an amount significantly in excess of the reserve established for that matter, if any, the resulting liability could have a material effect on the Company's financial condition, cash flows, and results of operations.

In June 2014, the IRS waived the $500,000 penalty it had levied against The Company, resulting in the removal of the reserve held at March 31, 2014.

15. LEASES

No change

16. INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISKS

No change

17. SALE, TRANSFER AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES

No change

18. GAIN OR LOSS FROM UNINSURED PLANS AND THE UNINSURED PORTION OF PARTIALLY INSURED PLANS

No change

NOTES TO FINANCIAL STATEMENTS

19. DIRECT PREMIUM WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS/THIRD PARTY ADMINISTRATORS

The Company uses a general agent (GA) to write and administer private passenger automobile insurance products in the State of California. The general agent writes direct premiums greater than 5% of policyholder surplus. The terms of the GA contract give the GA authority for premium collection. The Company retains underwriting authority for all policies issued under this agreement.

Name and Address	FEI Number	Exclusive Contract	Types of Business Written	Types of Authority Granted	Direct Premium Written
SCJ Insurance Services 5860 West Las Positas Blvd. Suite 25 Pleasanton, CA 94588	94-2297460	Yes	Private Passenger Automobile	P	12,449,019

The Company has a separate agreement with a single third party administrator to handle claims adjustment and claims payment for handling of the company's California and Arizona business and other isolated areas around the country.

20. FAIR VALUE MEASUREMENT

A. Inputs Used for Assets and Liabilities Measured at Fair Value

1. Assets recorded on the financial statements at fair value measurements by accounting hierarchy levels 1, 2 and 3.
The Company has categorized its assets that are measured at fair value into the three-level fair value hierarchy as reflected in the following table. The Company had no liabilities recorded at fair value.

The Company's financial assets carried at fair value have been classified, for disclosure purposes, based on a hierarchy defined by ASC 820 *Fair Value Measurements and Disclosures.* The hierarchy gives the highest ranking to fair values determined using unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest ranking to fair values determined using methodologies and models with unobservable inputs (Level 3). An asset's or a liability's classification is based on the lowest level input that is significant to its measurement. For example, a Level 3 fair value measurement may include inputs that are both observable (Levels 1 and 2) and unobservable (Level 3). The levels of the fair value hierarchy are defined as follows:

Level 1 – Values are unadjusted quoted prices for identical assets and liabilities in active markets accessible at the measurement date.

Level 2 – Inputs include quoted prices for similar assets or liabilities in active markets, quoted prices from those willing to trade in markets that are not active, or other inputs that are observable or can be corroborated by market data for the term of the instrument. Such inputs include market interest rates and volatilities, spreads and yield curves.

Level 3 – Certain inputs are unobservable (supported by little or no market activity) and significant to the fair value measurement. Unobservable inputs reflect the Company's best estimate of what hypothetical market participants would use to determine a transaction price for the asset or liability at the reporting date.

Description for each class of asset or liability	(Level 1)	(Level 2)	(Level 3)	Total
Assets at fair value				
Perpetual Preferred Stock				
Industrial and Misc	$ -	$ 365,930	$ -	$ 365,930
Parent, Subsidiaries, and Affiliates	-	-	-	-
Total Perpetual Preferred Stocks	$ -	$ 365,930	$ -	$ 365,930
Bonds				
U.S. Governments	-	-	-	-
Industrial and Misc	-	987,500		987,500
Hybrid Securities	-			-
Parent, Subsidiaries, and Affiliates	-			-
Total Bonds	$ -	$ 987,500	$ -	$ 987,500
Common Stock				
Industrial and Misc	38,849,049	689,500	-	39,538,549
Parent, Subsidiaries, and Affiliates	-	-	-	-
Total Common Stock	$ 38,849,049	$ 689,500	$ -	$ 39,538,549
Total assets at fair value	$ 38,849,049	$ 2,042,930	$ -	$ 40,891,979

Reclassifications impacting Level 3 financial instruments are reported as transfers in (out) of the Level 3 category as of the beginning of the quarter in which the transfer occurs; gains and losses in income only reflect activity for the period the instrument was classified in Level 3. The same policy is followed when a transfer between Level 1 and Level 2 occurs.

There were no transfers between Level 1 and Level 2 assets during the current period.

2. Roll forward of Level 3 items
There were no transfers in or out of Level 3 securities in 2013.

3. Policy on Transfers Into and out of Level 3
At the end of each reporting period, the Company evaluates whether or not any event has occurred or circumstances have changed that would cause an instrument to be transferred into or out of Level 3. During the current year, no transfers into or out of Level 3 were required.

4. Fair value measurements for fixed income and equity securities are based on values either published by the NAIC's Security Valuation Office (SVO) or from an independent pricing service vendor. Under certain circumstances, if neither an SVO price nor a Vendor price is available, a price may be obtained from a broker. Short term securities and cash equivalents are valued at amortized cost.

NOTES TO FINANCIAL STATEMENTS

When published prices from the SVO are not available, the Company relies predominately on independent pricing service vendors that have been evaluated and approved by our investment management company's internal pricing policy committee. Generally, pricing service vendors use a pricing methodology involving the market approach, including pricing models, which use prices and relevant market information regarding a particular security or securities with similar characteristics to establish a valuation.

Certain investments are carried at fair value, while others may periodically be carried at fair value based on certain factors such as the NAIC's lower of cost or market rule or an impairment. Assets recorded at fair value are categorized based on an evaluation of the various inputs used to measure the fair value. Supporting documentation received from pricing vendors detailing the inputs, models and processes used in the vendor's evaluation process is used by the Company to determine the appropriate fair value hierarchy. Documentation from each pricing vendor is reviewed and monitored periodically to ensure they are consistent with the Company's pricing policy. Market Information obtained from brokers with respect to security valuations is also considered in the pricing hierarchy.

21. OTHER ITEMS

No change

22. EVENTS SUBSEQUENT

In July 2014, the Company's investment in the New Albany Apartments, LLC was recapitalized. The recapitalization generated net investment income of $2.2 million in the third quarter. The Company and its partners in New Albany Apartments, LLC retain a 10% ownership in the new entity.

23. REINSURANCE

No change

24. RETROSPECTIVELY RATED CONTRACTS AND CONTRACTS SUBJECT TO REDETERMINATION

No change

25. CHANGE IN INCURRED LOSSES AND LOSS ADJUSTMENT EXPENSES

Current year changes in estimates of the costs of prior year losses and loss adjustment expenses (LAE) affect the current year Statement of Income. Increases in those estimates increase current year expense and are referred to as unfavorable development. Decreases in those estimates decrease current year expense and are referred to as favorable development. Current year losses and LAE of $105,117,529 were lower by $5,101,186 because of favorable development of prior year estimates. This favorable development was approximately 3.6% of the prior years' reserves for unpaid losses and LAE.

The decreases in prior years' estimates are a result of ongoing analysis of recent loss trends. The decrease in estimated losses for prior years of $5,787,909 is primarily a result of claim frequency and severity for accident year 2012 being below previously projected levels for liability coverages other than property damage. The increase in prior years' estimated LAE of $686,721 is primarily a result of the impact of higher projected A&O expenses, offset by projected lower adjusting costs on DCC expenses.

The Company experienced no prior year claim development on retrospectively rated policies because the Company does not issue retrospectively rated policies.

26. INTERCOMPANY POOLING ARRANGEMENTS

No change

27. STRUCTURE SETTLEMENTS

No change

28. HEALTH CARE RECEIVABLES

No change

29. PARTICIPATING POLICIES

No change

30. PREMIUM DEFICIENCY RESERVES

No change

31. HIGH DEDUCTIBLES

No change

32. DISCOUNTING OF LIABILITIES FOR UNPAID LOSSES OR UNPAID LOSS ADJUSTMENT EXPENSES

No change

33. ASBESTOS/ENVIRONMENTAL RESERVES

No change

34. SUBSCRIBER SAVINGS ACCOUNTS

No change

NOTES TO FINANCIAL STATEMENTS

35. MULTIPLE PERIL CROP INSURANCE

No change

36. FINANCIAL GUARANTY INSURANCE

No change

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [ ] No [X]

1.2 If yes, has the report been filed with the domiciliary state? Yes [ ] No [ ]

2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [ ] No [X]

2.2 If yes, date of change: ....

3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No [ ]
If yes, complete Schedule Y, Parts 1 and 1A.

3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [ ] No [X]

3.3 If the response to 3.2 is yes, provide a brief description of those changes.

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [ ] No [X]

4.2 If yes, provide name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [ ] No [X] N/A [ ]
If yes, attach an explanation.

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. ....12/31/2013............

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. ....12/31/2009............

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). ....5/12/2011..............

6.4 By what department or departments?
Ohio Department of Insurance

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [ ] No [ ] N/A [X]

6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [ ] N/A [ ]

7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [ ] No [X]

7.2 If yes, give full information:

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [ ] No [X]

8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [ ] No [X]

8.4 If the response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator].

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No [ ]
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

9.11 If the response to 9.1 is No, please explain:

9.2 Has the code of ethics for senior managers been amended? Yes [ ] No [X]

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [ ] No [X]

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

PART 1 - FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [X] No [ ]

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $..........0

PART 1 - INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [ ] No [X]

11.2 If yes, give full and complete information relating thereto:

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: $..........0

13. Amount of real estate and mortgages held in short-term investments: $..........0

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [X] No [ ]

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	$ 0	$ 0
14.22 Preferred Stock	$ 0	$ 0
14.23 Common Stock	$ 0	$ 0
14.24 Short-Term Investments	$ 0	$ 0
14.25 Mortgage Loans on Real Estate	$ 0	$ 0
14.26 All Other	$ 0	$ 568,323
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 0	$ 568,323
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	$ 0	$ 0

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [ ] No [X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [ ] No [X]
If no, attach a description with this statement.

16. For the reporting entity's security lending program, state the amount of the following as of current statement date:
16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: $..........0
16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: $..........0
16.3 Total payable for securities lending reported on the liability page: $..........0

17. Excluding items in Schedule E-Part 3-Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No [ ]

17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
U.S. Bank	425 Walnut Street, 6th Floor, Cincinnati, OH 45202
Merrill Lynch	65 East State Street, Suite 2600, Columbus, OH 43215
JP Morgan Chase NA	Columbus Trust Office, 100 East Broad Street, Columbus, OH 43271-0192
Bank of America Corporation	200 W. Capitol Avenue, FL 6, Little Rock, AR 72201
SunTrust	P.O. Box 26665, Richmond, VA 23261-6665
FHLB of Cincinnati	221 E. 4th Street, Suite 1000, Cincinnati, OH 45202
PNC Wealth Management	155 East Broad Street, Columbus, OH 43215
Raymond James & Associates, Inc.	880 Carillon Parkway, St. Petersburg, FL 33716

17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation.

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes [ ] No [X]

17.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

PART 1 - INVESTMENT

17.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
105900	General Re/New England Asset Management	76 Batterson Park Road, Farmington, CT 06032
7691	Merrill Lynch	65 East State Street, Columbus, OH 43215
1608684	JP Morgan Chase	345 Park Avenue, New York, NY 10154-1002
705	Raymond James	880 Carillion Parkway, St. Petersburg, FL 33716

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [X] No [ ]

18.2 If no, list exceptions:

GENERAL INTERROGATORIES (continued)

PART 2

PROPERTY & CASUALTY INTERROGATORIES

1. If the reporting entity is a member of a pooling arrangement, did the agreement or the reporting entity's participation change? Yes [ ] No [ ] N/A [X]
   If yes, attach an explanation.

2. Has the reporting entity reinsured any risk with any other reporting entity and agreed to release such entity from liability, in whole or in part, from any loss that may occur on the risk, or portion thereof, reinsured? Yes [ ] No [X]
   If yes, attach an explanation.

3.1 Have any of the reporting entity's primary reinsurance contracts been canceled? Yes [ ] No [X]

3.2 If yes, give full and complete information thereto:

4.1 Are any of the liabilities for unpaid losses and loss adjustment expenses other than certain workers' compensation tabular reserves (see Annual Statement Instructions pertaining to disclosure of discounting for definition of "tabular reserves,") discounted at a rate of interest greater than zero? Yes [ ] No [X]

4.2 If yes, complete the following schedule:

1	2	3	Total Discount				Discount Taken During Period			
			4	5	6	7	8	9	10	11
Line of Business	Maximum Interest	Disc. Rate	Unpaid Losses	Unpaid LAE	IBNR	Total	Unpaid Losses	Unpaid LAE	IBNR	Total
						0				0
Total	XXX	XXX	0	0	0	0	0	0	0	0

5. Operating Percentages:
   5.1 A&H loss percent 0.0 %
   5.2 A&H cost containment percent 0.0 %
   5.3 A&H expense percent excluding cost containment expenses 0.0 %

6.1 Do you act as a custodian for health savings accounts? Yes [ ] No [X]

6.2 If yes, please provide the amount of custodial funds held as of the reporting date. 0

6.3 Do you act as an administrator for health savings accounts? Yes [ ] No [X]

6.4 If yes, please provide the amount of funds administered as of the reporting date. 0

SCHEDULE F - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

1 NAIC Company Code	2 ID Number	3 Name of Reinsurer	4 Domiciliary Jurisdiction	5 Type of Reinsurer	6 Certified Reinsurer Rating (1 through 6)	7 Effective Date of Certified Reinsurer Rating

NONE

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

	States, Etc.	1 Active Status	Direct Premiums Written 2 Current Year to Date	3 Prior Year to Date	Direct Losses Paid (Deducting Salvage) 4 Current Year to Date	5 Prior Year to Date	Direct Losses Unpaid 6 Current Year to Date	7 Prior Year to Date
1.	Alabama AL	N						
2.	Alaska AK	N						
3.	Arizona AZ	L	5,474,443	5,711,467	3,110,732	3,458,915	3,471,060	4,319,532
4.	Arkansas AR	L						
5.	California CA	L	12,449,019		2,854,230		3,311,943	
6.	Colorado CO	L						
7.	Connecticut CT	N						
8.	Delaware DE	N						
9.	District of Columbia DC	N						
10.	Florida FL	N						
11.	Georgia GA	L	10,088,143	10,417,282	6,602,651	6,123,146	6,589,471	6,761,186
12.	Hawaii HI	N						
13.	Idaho ID	N						
14.	Illinois IL	L	6,419,249	7,007,648	3,788,709	4,377,345	4,781,437	5,693,821
15.	Indiana IN	L	13,357,702	12,786,068	8,594,866	8,889,652	11,480,500	11,311,039
16.	Iowa IA	N						
17.	Kansas KS	L	643,847	567,720	269,117	256,989	309,804	294,204
18.	Kentucky KY	L	18,474,266	20,402,501	10,379,885	12,684,748	14,055,423	14,491,087
19.	Louisiana LA	L	2,045,656	1,692,079	1,100,447	1,208,431	1,324,304	894,941
20.	Maine ME	N						
21.	Maryland MD	N						
22.	Massachusetts MA	N						
23.	Michigan MI	N						
24.	Minnesota MN	N						
25.	Mississippi MS	L	1,121,012	1,033,246	525,154	681,520	608,480	531,539
26.	Missouri MO	L	6,936,893	8,581,305	5,074,878	7,020,702	6,442,722	8,083,285
27.	Montana MT	N						
28.	Nebraska NE	N						
29.	Nevada NV	N						
30.	New Hampshire NH	N						
31.	New Jersey NJ	N						
32.	New Mexico NM	N						
33.	New York NY	N						
34.	North Carolina NC	N						
35.	North Dakota ND	N						
36.	Ohio OH	L	31,910,645	27,810,647	19,388,317	16,377,733	16,234,574	15,978,339
37.	Oklahoma OK	L	3,501,951	3,698,111	1,924,667	2,590,340	2,326,240	3,111,979
38.	Oregon OR	N						
39.	Pennsylvania PA	L	27,925,970	28,415,676	15,881,954	16,788,951	22,508,968	19,760,905
40.	Rhode Island RI	N						
41.	South Carolina SC	L	6,169,848	6,127,954	4,702,538	4,259,996	5,634,335	5,894,649
42.	South Dakota SD	N						
43.	Tennessee TN	L	4,485,859	4,604,189	2,573,196	2,893,632	2,874,074	2,660,213
44.	Texas TX	L	7,904,744	9,297,274	4,815,853	6,759,116	6,910,530	7,470,778
45.	Utah UT	N						
46.	Vermont VT	N						
47.	Virginia VA	L	2,134,124	1,428,568	866,556	598,211	936,767	713,928
48.	Washington WA	N						
49.	West Virginia WV	N						
50.	Wisconsin WI	N						
51.	Wyoming WY	N						
52.	American Samoa AS	N						
53.	Guam GU	N						
54.	Puerto Rico PR	N						
55.	US Virgin Islands VI	N						
56.	Northern Mariana Islands MP	N						
57.	Canada CAN	N						
58.	Aggregate Other Alien OT	XXX	0	0	0	0	0	0
59.	Totals	(a) 19	161,043,371	149,581,735	92,453,750	94,969,427	109,800,632	107,971,425

DETAILS OF WRITE-INS

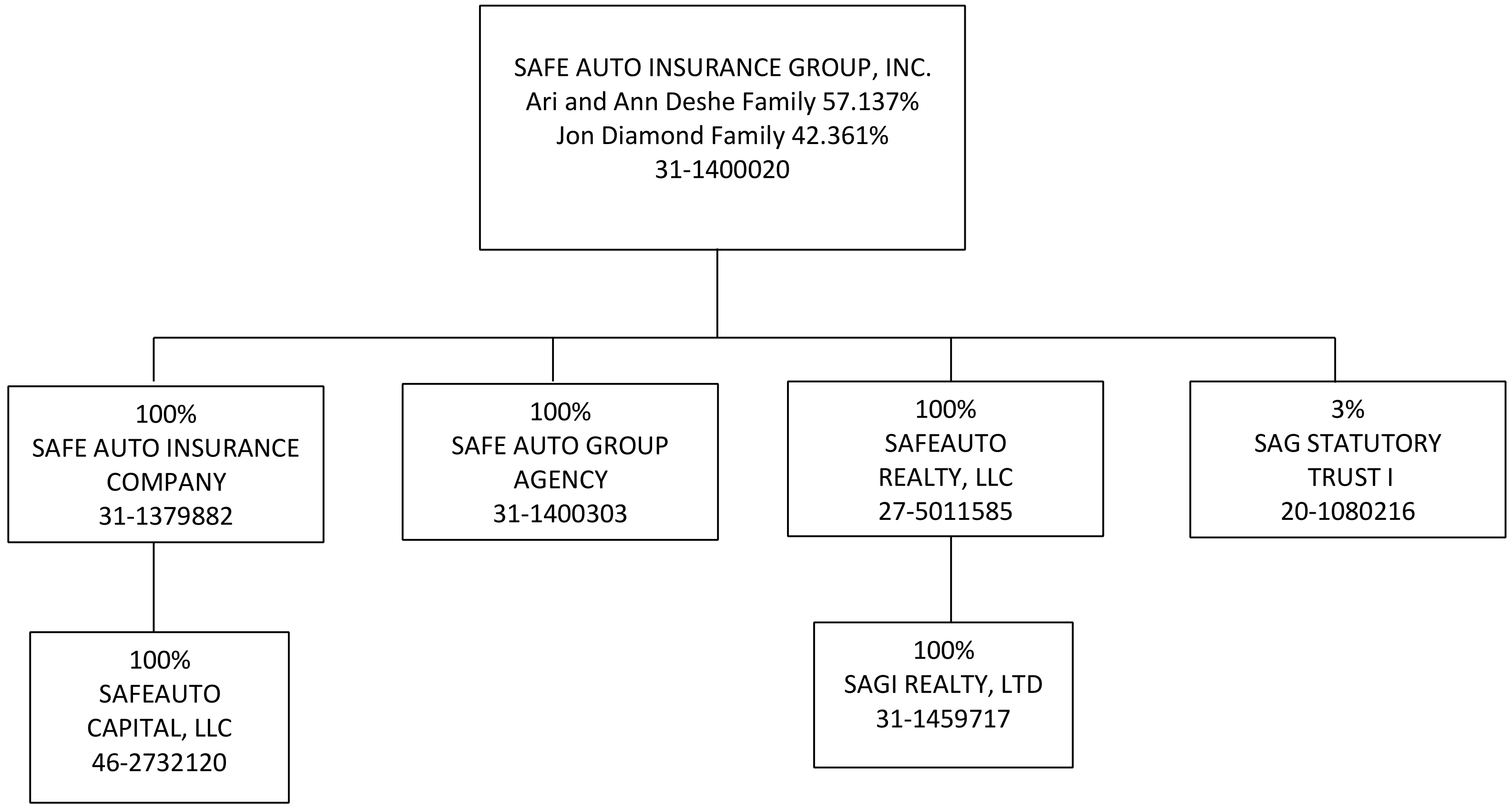
		1	2	3	4	5	6	7
58001.		XXX						
58002.		XXX						
58003.		XXX						
58998.	Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0
58999.	Totals (Lines 58001 thru 58003+ Line 58998) (Line 58 above)	XXX	0	0	0	0	0	0

(L) - Licensed or Chartered - Licensed Insurance Carrier or Domicilied RRG; (R) - Registered - Non-domiciled RRGs; (Q) - Qualified - Qualified or Accredited Reinsurer;
(E) - Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) - None of the above - Not allowed to write business in the state.

(a) Insert the number of L responses except for Canada and Other Alien.

SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 – ORGANIZATIONAL CHART



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
Members														
	Safe Auto Insurance Group, Inc.		31-1400020				Safe Auto Insurance Group, Inc,	OH	UDP	Deshe & Diamond Families	Ownership	99.376	Deshe Family	
	Safe Auto Insurance Group, Inc.	25405	31-1379882				Safe Auto Insurance Company	OH	IA	Safe Auto Insurance Group, Inc	Ownership	100.000	Safe Auto Insurance Group, Inc.	
	Safe Auto Insurance Group, Inc.		31-1400303				Safe Auto Group Agency	OH	NIA	Safe Auto Insurance Group, Inc	Ownership	100.000	Safe Auto Insurance Group, Inc.	
	Safe Auto Insurance Group, Inc.		27-5011585				SafeAuto Realty LLC	OH	NIA	Safe Auto Insurance Group, Inc	Ownership	100.000	Safe Auto Insurance Group, Inc.	
	Safe Auto Insurance Group, Inc.		31-1459717				SAGI Realty	OH	NIA	SafeAuto Realty, LLC	Ownership	100.000	Safe Auto Insurance Group, Inc.	
	Safe Auto Insurance Group, Inc.		20-1080216				SAG Statutory Turst I	OH	NIA	Safe Auto Insurance Group, Inc	Ownership	100.000	Safe Auto Insurance Group, Inc.	
	Safe Auto Insurance Group, Inc.		46-2732120				SafeAuto Capital, LLC	OH	DS	Safe Auto Insurance Company	Ownership	100.000	Safe Auto Insurance Group, Inc.	

Asterisk	Explanation

NONE

PART 1 - LOSS EXPERIENCE

Lines of Business	Current Year to Date 1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	4 Prior Year to Date Direct Loss Percentage
1. Fire			0.0	
2. Allied lines			0.0	
3. Farmowners multiple peril			0.0	
4. Homeowners multiple peril			0.0	
5. Commercial multiple peril			0.0	
6. Mortgage guaranty			0.0	
8. Ocean marine			0.0	
9. Inland marine			0.0	
10. Financial guaranty			0.0	
11.1. Medical professional liability - occurrence			0.0	
11.2. Medical professional liability - claims-made			0.0	
12. Earthquake			0.0	
13. Group accident and health			0.0	
14. Credit accident and health			0.0	
15. Other accident and health			0.0	
16. Workers' compensation			0.0	
17.1 Other liability-occurrence			0.0	
17.2 Other liability-claims made			0.0	
17.3 Excess workers' compensation			0.0	
18.1 Products liability-occurrence			0.0	
18.2 Products liability-claims made			0.0	
19.1, 19.2 Private passenger auto liability	109,472,718	58,812,694	53.7	67.1
19.3, 19.4 Commercial auto liability			0.0	
21. Auto physical damage	44,231,265	30,163,695	68.2	61.9
22. Aircraft (all perils)			0.0	
23. Fidelity			0.0	
24. Surety			0.0	
26. Burglary and theft			0.0	
27. Boiler and machinery			0.0	
28. Credit			0.0	
29. International			0.0	
30. Warranty			0.0	
31. Reinsurance-nonproportional assumed property	XXX	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed liability	XXX	XXX	XXX	XXX
33. Reinsurance-nonproportional assumed financial lines	XXX	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business	0	0	0.0	
35. Totals	153,703,983	88,976,389	57.9	65.6

DETAILS OF WRITE-INS

3401.			0.0	
3402.			0.0	
3403.			0.0	
3498. Sum. of remaining write-ins for Line 34 from overflow page	0	0	0.0	XXX
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34)	0	0	0.0	

PART 2 - DIRECT PREMIUMS WRITTEN

Lines of Business	1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
1. Fire			
2. Allied lines			
3. Farmowners multiple peril			
4. Homeowners multiple peril			
5. Commercial multiple peril			
6. Mortgage guaranty			
8. Ocean marine			
9. Inland marine			
10. Financial guaranty			
11.1 Medical professional liability - occurrence			
11.2 Medical professional liability - claims made			
12. Earthquake			
13. Group accident and health			
14. Credit accident and health			
15. Other accident and health			
16. Workers' compensation			
17.1 Other liability-occurrence			
17.2 Other liability-claims made			
17.3 Excess workers' compensation			
18.1 Products liability-occurrence			
18.2 Products liability-claims made			
19.1 19.2 Private passenger auto liability	46,726,683	114,203,360	107,099,937
19.3 19.4 Commercial auto liability			
21. Auto physical damage	20,002,383	46,840,012	42,481,799
22. Aircraft (all perils)			
23. Fidelity			
24. Surety			
26. Burglary and theft			
27. Boiler and machinery			
28. Credit			
29. International			
30. Warranty			
31. Reinsurance-nonproportional assumed property	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed liability	XXX	XXX	XXX
33. Reinsurance-nonproportional assumed financial lines	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business	0	0	0
35. Totals	66,729,066	161,043,372	149,581,736

DETAILS OF WRITE-INS

3401.			
3402.			
3403.			
3498. Sum. of remaining write-ins for Line 34 from overflow page	0	0	0
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34)	0	0	0

PART 3 (000 omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

Years in Which Losses Occurred	1 Prior Year-End Known Case Loss and LAE Reserves	2 Prior Year-End IBNR Loss and LAE Reserves	3 Total Prior Year-End Loss and LAE Reserves (Cols. 1 + 2)	4 2014 Loss and LAE Payments on Claims Reported as of Prior Year-End	5 2014 Loss and LAE Payments on Claims Unreported as of Prior Year-End	6 Total 2014 Loss and LAE Payments (Cols. 4 + 5)	7 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year-End	8 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year-End	9 Q.S. Date IBNR Loss and LAE Reserves	10 Total Q.S. Loss and LAE Reserves (Cols. 7 + 8 + 9)	11 Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 4 + 7 minus Col. 1)	12 Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 5 + 8 + 9 minus Col. 2)	13 Prior Year-End Total Loss and LAE Reserve Developed (Savings)/Deficiency (Cols. 11 + 12)
1. 2011 + Prior	15,675	3,906	19,581	4,362	58	4,420	11,507	132	1,742	13,381	194	(1,974)	(1,780)
2. 2012	24,642	6,719	31,361	10,063	61	10,124	18,150	204	1,471	19,825	3,571	(4,983)	(1,412)
3. Subtotals 2012 + Prior	40,317	10,625	50,942	14,425	119	14,544	29,657	336	3,213	33,206	3,765	(6,957)	(3,192)
4. 2013	71,491	22,687	94,178	41,472	1,563	43,035	44,266	2,043	4,876	51,185	14,247	(14,205)	42
5. Subtotals 2013 + Prior	111,808	33,312	145,120	55,897	1,682	57,579	73,923	2,379	8,089	84,391	18,012	(21,162)	(3,150)
6. 2014	XXX	XXX	XXX	XXX	52,569	52,569	XXX	46,709	9,866	56,575	XXX	XXX	XXX
7. Totals	111,808	33,312	145,120	55,897	54,251	110,148	73,923	49,088	17,955	140,966	18,012	(21,162)	(3,150)
8. Prior Year-End's Surplus As Regards Policyholders	129,397										Col. 11, Line 7 As % of Col. 1, Line 7	Col. 12, Line 7 As % of Col. 2, Line 7	Col. 13, Line 7 As % of Col. 3, Line 7
											1. 16.1 %	2. (63.5)%	3. (2.2)%
													Col. 13, Line 7 Line 8
													4. (2.4)%

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason, enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement?	NO
3. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO
4. Will the Director and Officer Supplement be filed with the state of domicile and the NAIC with this statement?	YES

Explanation:

1.
2.
3.
4.

Bar Code:

* 2 5 4 0 5 2 0 1 4 4 9 0 0 0 0 0 2 *

* 2 5 4 0 5 2 0 1 4 4 5 5 0 0 0 0 2 *

* 2 5 4 0 5 2 0 1 4 3 6 5 0 0 0 0 2 *

Overflow Page for Write-Ins

Additional Write-ins for Assets:

	Current Statement Date			4
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	December 31, Prior Year Net Admitted Assets
2504. Postage receivable	151,493	151,493	0	
2505. Miscellaneous receivables	317,662		317,662	215,167
2506. License/maintenance agreements (prepaid)			0	373,188
2597. Summary of remaining write-ins for Line 25	469,155	151,493	317,662	588,355

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	31,169,725	32,409,518
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition	279,759	
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized	56,000	436,265
8. Deduct current year's depreciation	392,644	803,528
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8)	31,000,840	31,169,725
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)	31,000,840	31,169,725

SCHEDULE B - VERIFICATION

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	0	3,500,000
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		3,500,000
8. Deduct amortization of premium and mortgage interest points and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)	0	0
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	1,418,278
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	2,568,323	
2.2 Additional investment made after acquisition	3,238,472	
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		(929,891)
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		488,387
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	5,806,795	0
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)	5,806,795	0

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	237,232,910	225,962,222
2. Cost of bonds and stocks acquired	37,970,989	101,245,573
3. Accrual of discount	23,223	52,602
4. Unrealized valuation increase (decrease)	2,111,724	3,750,334
5. Total gain (loss) on disposals	54,377	594,246
6. Deduct consideration for bonds and stocks disposed of	24,171,908	92,459,666
7. Deduct amortization of premium	818,547	1,485,147
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		427,254
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	252,402,768	237,232,910
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	252,402,768	237,232,910

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a)	201,867,698	16,113,915	17,734,658	643,682	201,867,698	200,890,636		205,383,089
2. NAIC 2 (a)	20,477,999			(1,401,048)	20,477,999	19,076,951		19,306,487
3. NAIC 3 (a)	1,129,885		698	371,508	1,129,885	1,500,694		1,125,862
4. NAIC 4 (a)	193,924				193,924	193,924		193,925
5. NAIC 5 (a)								
6. NAIC 6 (a)								
7. Total Bonds	223,669,506	16,113,915	17,735,356	(385,858)	223,669,506	221,662,205	0	226,009,363
PREFERRED STOCK								
8. NAIC 1								
9. NAIC 2	227,200	139,878		(1,148)	227,200	365,930		210,400
10. NAIC 3								
11. NAIC 4								
12. NAIC 5								
13. NAIC 6								
14. Total Preferred Stock	227,200	139,878	0	(1,148)	227,200	365,930	0	210,400
15. Total Bonds and Preferred Stock	223,896,706	16,253,793	17,735,356	(387,006)	223,896,706	222,028,135	0	226,219,763

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation:
NAIC 1 $..........0; NAIC 2 $..........0; NAIC 3 $..........0; NAIC 4 $..........0; NAIC 5 $..........0; NAIC 6 $..........0.

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999	9,163,917	XXX	9,163,636	61	

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	9,503,003	7,745,216
2. Cost of short-term investments acquired	15,178,937	1,757,787
3. Accrual of discount	3,944	
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	561	
6. Deduct consideration received on disposals	15,522,151	
7. Deduct amortization of premium	375	
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	9,163,919	9,503,003
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	9,163,919	9,503,003

Sch. DB-Pt A-Verification
NONE

Sch. DB-Pt B-Verification
NONE

Sch. DB-Pt C-Sn 1
NONE

Sch. DB-Pt C-Sn 2
NONE

Sch. DB-Verification
NONE

SCHEDULE E- VERIFICATION

Cash Equivalents

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	3,999,911	4,749,975
2. Cost of cash equivalents acquired	1,399,900	30,746,157
3. Accrual of discount	172	3,774
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	19	
6. Deduct consideration received on disposals	5,400,002	31,499,995
7. Deduct amortization of premium		
8. Total foreign exchange change in book/ adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	0	3,999,911
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	0	3,999,911

SCHEDULE A - PART 2

Showing all Real Estate ACQUIRED AND ADDITIONS MADE During the Current Quarter

1	Location 2	Location 3	4	5	6	7	8	9
Description of Property	City	State	Date Acquired	Name of Vendor	Actual Cost at Time of Acquisition	Amount of Encumbrances	Book/Adjusted Carrying Value Less Encumbrances	Additional Investment Made After Acquisition
Acquired by Purchase								
HOME OFFICE EASTON BUILDING	Columbus	OH	04/17/2014	EASTON BUILDING			28,921,271	279,759
0199999. Totals					0	0	28,921,271	279,759
0399999. Totals					0	0	28,921,271	279,759

SCHEDULE A - PART 3

Showing all Real Estate DISPOSED During the Quarter, Including Payments During the Final Year on "Sales Under Contract "

1	Location 2	Location 3	4	5	6	7	8	Change in Book/Adjusted Carrying Value Less Encumbrances 9	10	11	12	13	14	15	16	17	18	19	20
Description of Property	City	State	Disposal Date	Name of Purchaser	Actual Cost	Expended for Additions, Permanent Improvements and Changes in Encumbrances	Book/Adjusted Carrying Value Less Encumbrances Prior Year	Current Year's Depreciation	Current Year's Other Than Temporary Impairment Recognized	Current Year's Change in Encumbrances	Total Change in B./A.C.V. (11 - 9 - 10)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value Less Encumbrances on Disposal	Amounts Received During Year	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Gross Income Earned Less Interest Incurred on Encumbrances	Taxes, Repairs, and Expenses Incurred

NONE

SCHEDULE B - PART 2

Showing all Mortgage Loans ACQUIRED AND ADDITIONS MADE During the Current Quarter

1	Location		4	5	6	7	8	9
	2	3						
Loan Number	City	State	Loan Type	Date Acquired	Rate of Interest	Actual Cost at Time of Acquisition	Additional Investment Made After Acquisition	Value of Land and Buildings

NONE

SCHEDULE B - PART 3

Showing all Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3					8	9	10	11	12	13					
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Book Value/ Recorded Investment Excluding Accrued Interest Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	Book Value/ Recorded Investment Excluding Accrued Interest on Disposal	Consideration	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal

NONE

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets ACQUIRED AND ADDITIONS MADE During the Current Quarter

1	2	Location		5	6	7	8	9	10	11	12	13
		3	4									
CUSIP Identification	Name or Description	City	State	Name of Vendor or General Partner	NAIC Desig-nation	Date Originally Acquired	Type and Strategy	Actual Cost at Time of Acquisition	Additional Investment Made After Acquisition	Amount of Encumbrances	Commitment for Additional Investment	Percentage of Ownership
Joint Venture or Partnership Interests That Have Underlying Characteristics of Other - Affiliated												
	Safe Auto Capital	Columbus	OH			05/03/2013		568,323			5,000,000	100.0
2299999. Total - Joint Venture or Partnership Interests That Have Underlying Characteristics of Other - Affiliated								568,323	0	0	5,000,000	XXX
Any Other Class of Asset - Unaffiliated												
	Ramius Merger Fund LLC	New York	NY	Ramius Advisors, LLC		02/24/2014	6	2,000,000	1,738,472			9.8
4299999. Total - Any Other Class of Asset - Unaffiliated								2,000,000	1,738,472	0	0	XXX
4499999. Subtotal - Unaffiliated								2,000,000	1,738,472	0	0	XXX
4599999. Subtotal - Affiliated								568,323	0	0	5,000,000	XXX
4699999. Totals								2,568,323	1,738,472	0	5,000,000	XXX

SCHEDULE BA - PART 3

Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Quarter

1	2	Location		5	6	7	8	Changes in Book/Adjusted Carrying Value						15	16	17	18	19	20
		3	4					9	10	11	12	13	14						
CUSIP Identification	Name or Description	City	State	Name of Purchaser or Nature of Disposal	Date Originally Acquired	Disposal Date	Book/Adjusted Carrying Value Less Encumbrances, Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Depreciation) or (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in B./A.C.V (9+10-11+12)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value Less Encumbrances on Disposal	Consideration	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Investment Income

NONE

Statement for June 30, 2014 of the **Safe Auto Insurance Company**

SCHEDULE D - PART 3

Show all Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. States, Territories and Possessions									
70914P VB 5	PENNSYLVANIA ST		06/12/2014	WELLS FARGO FINANCIAL		569,035	500,000	4,306	1FE
1799999. Total Bonds - U.S. States, Territories and Possessions						569,035	500,000	4,306	XXX
Bonds - U.S. Political Subdivisions of States, Territories and Possessions									
414018 5F 4	HARRIS CNTY TX FLOOD CONTROL D		05/21/2014	JEFFERIES & COMPANY INC		593,580	500,000		1FE
889294 QQ 0	TOLEDO OH CITY SCH DIST		05/08/2014	APEX PRYOR SECURITIES		578,295	500,000		1FE
2499999. Total Bonds - U.S. Political Subdivisions of States, Territories and Possessions						1,171,875	1,000,000	0	XXX
Bonds - U.S. Special Revenue and Special Assessment									
30382L DQ 8	FAIRFAX CNTY VA ECON DEV AUTHF		06/13/2014	SALOMON SMITH BARNEY		578,185	500,000		1FE
30382L DR 6	FAIRFAX CNTY VA ECON DEV AUTHF		06/13/2014	SALOMON SMITH BARNEY		1,088,300	945,000		1FE
3136A5 DW 3	FANNIE MAE 12-36 BV		04/30/2014	SUNTRUST CAPITAL MARKETS		531,658	503,569	224	1FE
3137B8 F5 1	FREDDIE MAC -4302 PA		04/02/2014	KEY BANC CAPITAL MARKETS		1,034,808	978,542	652	1FE
60534T WT 8	MISSISSIPPI ST DEV BANK SPL OB		06/13/2014	RAYMOND JAMES		566,495	500,000		1FE
605699 ND 5	MISSISSIPPI ST UNIV EDUCTNL BL		05/20/2014	JEFFERIES & COMPANY INC		596,486	505,000	1,192	1FE
64990E CK 1	NEW YORK ST DORM AUTH ST PERSO		04/16/2014	RBC DAIN RAUSCHER INCORPORATED		570,335	500,000	8,819	1FE
64990E CL 9	NEW YORK ST DORM AUTH ST PERSO		04/10/2014	GOLDMAN SACHS		563,995	500,000	8,333	1FE
650035 ZC 5	NEW YORK ST URBAN DEV CORP REV		04/15/2014	GOLDMAN SACHS		565,075	500,000	2,500	1FE
3199999. Total Bonds - U.S. Special Revenue and Special Assessment						6,095,337	5,432,111	21,720	XXX
Bonds - Industrial and Miscellaneous									
00206R BF 8	AT&T INC		04/03/2014	MERRILL LYNCH		251,815	250,000	1,499	1FE
3899999. Total Bonds - Industrial and Miscellaneous						251,815	250,000	1,499	XXX
8399997. Total Bonds - Part 3						8,088,062	7,182,111	27,525	XXX
8399999. Total Bonds						8,088,062	7,182,111	27,525	XXX
Preferred Stocks - Industrial and Miscellaneous									
949746 46 5	WELLS FARGO & COMPANY 6.625%		06/20/2014	MERRILL LYNCH	5,000.000	139,878			P2LFE
8499999. Total Preferred Stocks - Industrial and Miscellaneous						139,878	XXX	0	XXX
8999997. Total Preferred Stocks - Part 3						139,878	XXX	0	XXX
8999999. Total Preferred Stocks						139,878	XXX	0	XXX
Common Stocks - Industrial and Miscellaneous									
037833 10 0	APPLE COMPUTER INC		05/13/2014	VARIOUS	174.000	97,184	XXX		L
053015 10 3	AUTOMATIC DATA PROCESSING INC		05/13/2014	VARIOUS	2,536.000	197,158	XXX		L
054303 10 2	AVON PRODUCTS INC		05/13/2014	VARIOUS	8,183.000	116,069	XXX		L
05566U 10 8	BOFI HOLDING INC		06/19/2014	RAYMOND JAMES	1,748.000	127,372	XXX		L
071813 10 9	BAXTER INTERNATIONAL INC		06/18/2014	MERRILL LYNCH	7,123.000	526,788	XXX		L
075896 10 0	BED BATH & BEYOND INC		06/23/2014	RAYMOND JAMES	3,065.000	188,173	XXX		L
125581 80 1	CIT GROUP INC		05/13/2014	RAYMOND JAMES	3,572.000	150,279	XXX		L
126408 10 3	CSX CORPORATION		05/13/2014	VARIOUS	6,924.000	196,850	XXX		L
12673A 10 8	CYS INVESTMENTS INC		04/08/2014	DIRECT	5,202.000	44,750	XXX		L
172062 10 1	CINCINNATI FINANCIAL CORP		05/13/2014	VARIOUS	849.000	41,197	XXX		L
18683K 10 1	CLIFFS NATURAL RESOURCES INC		05/13/2014	VARIOUS	6,307.000	118,424	XXX		L

Statement for June 30, 2014 of the **Safe Auto Insurance Company**

SCHEDULE D - PART 3

Show all Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
189754 10 4	COACH INC.		05/08/2014	RAYMOND JAMES	1,416.000	60,221	XXX		L
208242 10 7	CONNS INC.		05/13/2014	VARIOUS	2,320.000	94,611	XXX		L
23331A 10 9	DR HORTON INCORPORATED		05/14/2014	VARIOUS	6,747.000	150,858	XXX		L
247916 20 8	DENBURY RESOURCES INC.		05/13/2014	VARIOUS	6,183.000	103,967	XXX		L
253017 10 7	DICE HOLDINGS INC.		04/08/2014	DIRECT	6,567.000	47,173	XXX		L
254709 10 8	DISCOVER FINANCIAL SERVICES		05/27/2014	RAYMOND JAMES	1,048.000	59,612	XXX		L
26138E 10 9	DR PEPPER SNAPPLE GROUP INC.		05/14/2014	VARIOUS	1,053.000	56,751	XXX		L
263534 10 9	DU PONT (EI) DE NEMOURS & COMPANY		05/13/2014	VARIOUS	2,877.000	195,442	XXX		L
26441C 20 4	DUKE ENERGY CORP.		05/13/2014	VARIOUS	586.000	41,855	XXX		L
291011 10 4	EMERSON ELECTRIC CO.		05/13/2014	VARIOUS	2,962.000	198,837	XXX		L
30231G 10 2	EXXON MOBIL CORPORATION		05/13/2014	VARIOUS	1,991.000	198,707	XXX		L
30249U 10 1	FMC TECHNOLOGIES INC.		04/08/2014	DIRECT	339.000	18,105	XXX		L
307000 10 9	FAMILY DOLLAR STORES		05/13/2014	VARIOUS	1,049.000	60,975	XXX		L
364760 10 8	GAP INC.		06/04/2014	MERRILL LYNCH	6,087.000	250,608	XXX		L
369550 10 8	GENERAL DYNAMICS CORP.		05/13/2014	VARIOUS	1,803.000	198,693	XXX		L
372460 10 5	GENUINE PARTS COMPANY		05/13/2014	VARIOUS	2,291.000	196,715	XXX		L
375558 10 3	GILEAD SCIENCES INC.		06/11/2014	RAYMOND JAMES	2,275.000	185,892	XXX		L
45866F 10 4	INTERCONTINENTAL EXCHANGE INC.		05/14/2014	VARIOUS	818.000	156,771	XXX		L
460690 10 0	INTERPUBLIC GROUP OF COMPANIES INC (THE)		05/13/2014	VARIOUS	3,364.000	57,676	XXX		L
46625H 10 0	JP MORGAN CHASE & COMPANY		05/14/2014	VARIOUS	2,840.000	159,502	XXX		L
478160 10 4	JOHNSON & JOHNSON		05/13/2014	VARIOUS	1,956.000	195,077	XXX		L
48203R 10 4	JUNIPER NETWORKS INC.		06/19/2014	RAYMOND JAMES	2,552.000	62,289	XXX		L
524660 10 7	LEGGETT & PLATT INCORPORATED		05/13/2014	VARIOUS	1,219.000	40,225	XXX		L
526057 10 4	LENNAR CORPORATION CLASS A		05/13/2014	VARIOUS	1,502.000	59,555	XXX		L
535678 10 6	LINEAR TECHNOLOGY CORP.		05/13/2014	VARIOUS	4,413.000	204,849	XXX		L
580135 10 1	MCDONALDS CORPORATION		05/13/2014	VARIOUS	1,936.000	194,633	XXX		L
655844 10 8	NORFOLK SOUTHERN CORPORATION		05/13/2014	VARIOUS	2,042.000	195,247	XXX		L
666807 10 2	NORTHROP GRUMMAN CORPORATION		05/13/2014	VARIOUS	1,653.000	199,874	XXX		L
690742 10 1	OWENS CORNING		05/13/2014	VARIOUS	2,738.000	113,201	XXX		L
704326 10 7	PAYCHEX INC.		05/13/2014	VARIOUS	4,919.000	201,994	XXX		L
707569 10 9	PENN NATIONAL GAMING INC.		05/13/2014	VARIOUS	10,061.000	118,765	XXX		L
742718 10 9	PROCTER & GAMBLE COMPANY (THE)		05/13/2014	VARIOUS	2,371.000	194,245	XXX		L
74834L 10 0	QUEST DIAGNOSTICS INCORPORATED		06/04/2014	VARIOUS	6,767.000	397,263	XXX		L
755111 50 7	RAYTHEON COMPANY		05/13/2014	VARIOUS	2,001.000	196,361	XXX		L
80004C 10 1	SANDISK CORP.		04/08/2014	DIRECT	555.000	43,231	XXX		L
88076W 10 3	TERADATA CORPORATION		05/13/2014	RAYMOND JAMES	1,105.000	44,715	XXX		L
880770 10 2	TERADYNE INC.		04/08/2014	DIRECT	970.000	18,836	XXX		L
88579Y 10 1	3M COMPANY		05/13/2014	MERRILL LYNCH	1,959.000	275,667	XXX		L
896818 10 1	TRIUMPH GROUP INC.		05/13/2014	VARIOUS	1,633.000	107,403	XXX		L
90187B 10 1	TWO HARBORS INVESTMENT CORP.		05/13/2014	VARIOUS	10,606.000	109,176	XXX		L

SCHEDULE D - PART 3

Show all Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
90328M 10 7	USANA HEALTH SCIENCES INC.		05/13/2014	VARIOUS	1,630.000	117,826	XXX		L
913017 10 9	UNITED TECHNOLOGIES CORPORATION		06/04/2014	VARIOUS	3,657.000	428,308	XXX		L
931142 10 3	WAL-MART STORES INC.		05/13/2014	VARIOUS	2,502.000	195,766	XXX		L
966837 10 6	WHOLE FOODS MARKET INC.		05/13/2014	RAYMOND JAMES	3,781.000	147,766	XXX		L
97382A 10 1	WINDSTREAM HOLDINGS INC.		05/13/2014	RAYMOND JAMES	11,423.000	103,949	XXX		L
535919 20 3	LIONS GATE ENTERTAINMENT COR.	I	05/13/2014	VARIOUS	5,694.000	147,986	XXX		L
056752 10 8	BAIDUCOM - SPON ADR	R	05/13/2014	VARIOUS	939.000	144,945	XXX		L
H0023R 10 5	ACE LTD.	R	05/13/2014	VARIOUS	1,029.000	103,614	XXX		L
9099999. Total Common Stocks - Industrial and Miscellaneous						8,659,981	XXX	0	XXX
Common Stocks - Mutual Funds									
19248A 10 9	COHEN & STEERS SELECT UTILITY FUND		05/13/2014	VARIOUS	4,588.000	103,372	XXX		L
464287 16 8	ISHARES DJ SELECT DIVIDEND INDEX		04/04/2014	DIRECT	700.000	51,382	XXX		L
9299999. Total Common Stocks - Mutual Funds						154,754	XXX	0	XXX
9799997. Total Common Stocks - Part 3						8,814,735	XXX	0	XXX
9799999. Total Common Stocks						8,814,735	XXX	0	XXX
9899999. Total Preferred and Common Stocks						8,954,613	XXX	0	XXX
9999999. Total Bonds, Preferred and Common Stocks						17,042,675	XXX	27,525	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues: 0.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Government																					
36178U UW 1	GOVERNMENT NATL MTG ASSOC II #AB7797		06/01/2014	PAYDOWN		39,354	39,354	42,330	39,471		(117)		(117)		39,354			0	604	11/20/2042	1FE
36296U SY 7	GOVERNMENT NATL MTG ASSOC #701735		06/01/2014	PAYDOWN		94,663	94,663	96,615	94,766		(103)		(103)		94,663			0	1,859	03/15/2039	1FE
36297J TV 6	GOVERNMENT NATL MTG ASSOC #713464		06/01/2014	PAYDOWN		23,492	23,492	24,211	23,528		(37)		(37)		23,492			0	510	06/15/2039	1FE
38373A D9 4	GINNIE MAE 2009-69 PV		06/01/2014	PAYDOWN		109,407	109,407	110,723	109,555		(148)		(148)		109,407			0	1,837	08/20/2039	1FE
0599999. Total Bonds - U.S Government						266,916	266,916	273,879	267,320	0	(405)	0	(405)	0	266,916	0	0	0	4,810	XXX	XXX
Bonds - U.S. States, Territories and Possessions																					
709141 N4 3	PENNSYLVANIA ST		06/01/2014	PREREFUNDED		2,100,000	2,100,000	2,342,235	2,121,254		(21,254)		(21,254)		2,100,000			0	52,500	06/01/2017	1FE
1799999. Total Bonds - U.S. States, Territories and Possessions						2,100,000	2,100,000	2,342,235	2,121,254	0	(21,254)	0	(21,254)	0	2,100,000	0	0	0	52,500	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment																					
3128H7 X8 0	FEDERAL HOME LOAN MTG CORP #E99703		06/01/2014	PAYDOWN		16,677	16,677	16,935	16,695		(18)		(18)		16,677			0	346	10/01/2018	1FE
3128MJ S4 3	FEDERAL HOME LN MTG CORP #G08538		06/01/2014	PAYDOWN		94,998	94,998	95,777	95,025		(27)		(27)		94,998			0	1,425	07/01/2043	1FE
3128PN AW 8	FEDERAL HOME LOAN MTG CORP #J09921		06/01/2014	PAYDOWN		90,622	90,622	91,982	90,728		(106)		(106)		90,622			0	1,505	07/01/2024	1FE
3128PN BR 8	FEDERAL HOME LOAN MTG CORP #J09948		06/01/2014	PAYDOWN		58,801	58,801	59,683	58,851		(50)		(50)		58,801			0	964	07/01/2024	1FE
3128PP 5E 9	FEDERAL HOME LOAN MTG CORP #J10845		06/01/2014	PAYDOWN		4,428	4,428	4,552	4,431		(4)		(4)		4,428			0	83	10/01/2024	1FE
3128PQ UU 3	FEDERAL HOME LOAN MTG CORP #J11495		06/01/2014	PAYDOWN		112,147	112,147	116,738	112,746		(599)		(599)		112,147			0	1,940	02/01/2025	1FE
3128PU ND 0	FEDERAL HOME LOAN MTG CORP #J14888		06/01/2014	PAYDOWN		43,992	43,992	44,569	44,022		(31)		(31)		43,992			0	668	04/01/2026	1FE
312962 5L 3	FEDERAL HOME LOAN MTG CORP #B10851		06/01/2014	PAYDOWN		6,017	6,017	6,150	6,032		(15)		(15)		6,017			0	120	11/01/2018	1FE
312964 E9 6	FEDERAL HOME LOAN MTG CORP #B11960		06/01/2014	PAYDOWN		5,028	5,028	5,066	5,031		(3)		(3)		5,028			0	95	01/01/2019	1FE
31306X 2B 8	FEDERAL HOME LN MTG CORP #J20770		06/01/2014	PAYDOWN		56,229	56,229	59,106	56,383		(154)		(154)		56,229			0	614	10/01/2027	1FE
31307B 6T 2	FEDERAL HOME LN MTG CORP #J23582		06/01/2014	PAYDOWN		27,593	27,593	28,352	27,640		(47)		(47)		27,593			0	348	05/01/2028	1FE
3132GT PH 4	FEDERAL HOME LN MTG CORP #Q08224		06/01/2014	PAYDOWN		121,981	121,981	122,972	122,016		(36)		(36)		121,981			0	1,747	05/01/2042	1FE
3132L5 AF 0	FEDERAL HOME LN MTG CORP #V80006		06/01/2014	PAYDOWN		29,641	29,641	30,971	29,680		(38)		(38)		29,641			0	387	04/01/2043	1FE
3136A5 DW 3	FANNIE MAE 12-36 BV		06/01/2014	PAYDOWN		4,496	4,496	4,747			(1)		(1)		4,496			0	15	07/25/2039	1FE
3136AF EC 4	FANNIE MAE 13-72 NA		06/01/2014	PAYDOWN		43,023	43,023	43,208			(9)		(9)		43,023			0	272	08/25/2042	1FE
3136AF W6 7	FANNIE MAE 13-83 MH		06/01/2014	PAYDOWN		55,599	55,599	59,144	55,773		(174)		(174)		55,599			0	918	08/25/2043	1FE
3136AG VN 9	FANNIE MAE 13-100 PK		06/01/2014	PAYDOWN		13,182	13,182	13,758	13,214		(32)		(32)		13,182			0	193	03/25/2043	1FE
3137A1 X9 9	FREDDIE MAC -3719 LE		06/01/2014	PAYDOWN		37,807	37,807	38,841	37,950		(143)		(143)		37,807			0	637	08/15/2028	1FE
3137A3 RL 5	FREDDIE MAC -3782 PG		06/01/2014	PAYDOWN		63,817	63,817	65,273	64,002		(185)		(185)		63,817			0	590	11/15/2028	1FE
3137A5 X2 5	FREDDIE MAC -3786 WE		06/01/2014	PAYDOWN		149,409	149,409	151,860	149,736		(327)		(327)		149,409			0	1,250	12/15/2028	1FE
3137B8 F5 1	FREDDIE MAC -4302 PA		06/01/2014	PAYDOWN		21,174	21,174	22,391			(10)		(10)		21,174			0	106	12/15/2043	1FE
3137B8 JF 5	FREDDIE MAC -4315 KP		06/01/2014	PAYDOWN		27,447	27,447	28,262			(8)		(8)		27,447			0	137	08/15/2041	1FE
3138A3 DM 6	FEDERAL NATIONAL MTG ASSOC #AH1907		06/01/2014	PAYDOWN		10,720	10,720	11,164	10,806		(86)		(86)		10,720			0	179	03/01/2026	1FE
3138A6 ZQ 6	FEDERAL NATIONAL MTG ASSOC #AH5250		06/01/2014	PAYDOWN		64,497	64,497	67,168	64,580		(83)		(83)		64,497			0	1,047	03/01/2026	1FE
3138MF P7 6	FEDERAL NATIONAL MTG ASSOC #AQ0445		06/01/2014	PAYDOWN		17,140	17,140	18,024	17,167		(27)		(27)		17,140			0	219	10/01/2042	1FE
3138MG LE 3	FEDERAL NATIONAL MTG ASSOC #AQ1224		06/01/2014	PAYDOWN		39,408	39,408	41,243	39,468		(60)		(60)		39,408			0	449	11/01/2042	1FE

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
3138MK 5J 1	FEDERAL NATIONAL MTG ASSOC #AQ4448		06/01/2014	PAYDOWN		80,072	80,072	83,988	80,178		(105)		(105)		80,072			0	1,045	11/01/2042	1FE
3138X6 A5 4	FEDERAL NATIONAL MTG ASSOC #AU6327		06/01/2014	PAYDOWN		37,303	37,303	38,134	37,349		(46)		(46)		37,303			0	488	08/01/2028	1FE
31397N 5G 6	FANNIE MAE 09-38 AB		06/01/2014	PAYDOWN		119,005	119,005	126,443	120,068		(1,063)		(1,063)		119,005			0	1,999	06/25/2024	1FE
31397U XA 2	FANNIE MAE 11-61 MG		06/01/2014	PAYDOWN		91,257	91,257	97,260	91,768		(511)		(511)		91,257			0	1,542	07/25/2026	1FE
31398C D4 7	FREDDIE MAC -3527 DA		06/01/2014	PAYDOWN		26,060	26,060	27,025	26,149		(89)		(89)		26,060			0	432	04/15/2029	1FE
31398M FS 0	FNR 2010-17 CA		06/01/2014	PAYDOWN		6,274	6,274	6,513	6,318		(44)		(44)		6,274			0	102	11/25/2023	1FE
31398P QS 1	FANNIE MAE 10-40 DN		06/01/2014	PAYDOWN		37,154	37,154	37,850	37,231		(77)		(77)		37,154			0	549	03/25/2028	1FE
31418A MW 5	FEDERAL NATIONAL MTG ASSOC #MA1272		06/01/2014	PAYDOWN		15,469	15,469	16,271	15,496		(27)		(27)		15,469			0	193	12/01/2042	1FE
46613Q EN 0	JEA FL REVENUE		06/16/2014	SECURITY CALLED BY ISSUER at 100.000		250,000	250,000	249,318	249,612		28		28		249,640		360	360	7,438	10/01/2019	1FE
62888V AB 4	NCUA GUARANTEED NOTES 10-R1 2A		06/04/2014	PAYDOWN		103,902	103,902	103,892	103,888		14		14		103,902			0	801	10/07/2020	1FE
68608R 8Q 9	OREGON ST HSG & CMNTY SVCS DEP		04/01/2014	SINK FUND PAYMENT		80,000	80,000	85,967	80,018		(18)		(18)		80,000			0	3,382	07/01/2031	1FE
914440 JJ 2	UNIV OF MASSACHUSETTS MA BLDG		05/01/2014	MATURITY		250,000	250,000	254,658	250,362		(362)		(362)		250,000			0	3,750	05/01/2014	1FE
3199999. Total Bonds - U.S. Special Revenue and Special Assessment						2,312,369	2,312,369	2,375,255	2,220,413	0	(4,573)	0	(4,573)	0	2,312,009	0	360	360	37,975	XXX	XXX
Bonds - Industrial and Miscellaneous																					
00253C HW 0	AAMES MTG TR 02 2 A2		06/01/2014	PAYDOWN		32	32	32	32				0		32			0	1	03/25/2033	1FM
03063N AA 5	AMERICOLD LLC TRUST 10-ARTA A1		06/11/2014	PAYDOWN		22,741	22,741	22,741	22,741				0		22,741			0	365	01/14/2029	1FM
07388L AE 0	BEAR STEARNS COM MTG 2006-PW13 A4		06/01/2014	PAYDOWN		107,111	107,111	112,902	107,561		(450)		(450)		107,111			0	2,967	09/11/2041	1FM
161571 FT 6	CHASE ISSUANCE TRUST 12-A10 A10		06/04/2014	JP MORGAN SECURITIES INC.		2,000,000	2,000,000	1,994,063	1,994,711		860		860		1,995,571		4,429	4,429	4,053	12/16/2019	1FE
209111 EP 4	CONS EDISON CO OF NY		06/02/2014	KEY BANC CAPITAL MARKETS		1,108,030	1,000,000	1,173,510	1,106,377		(15,296)		(15,296)		1,091,081		16,949	16,949	27,089	12/01/2016	1FE
22541Q 4C 3	CSFB MTG SECS CORP 03 29 6A1		06/01/2014	PAYDOWN		18,052	18,052	17,984	18,047		5		5		18,052			0	354	11/25/2018	1FM
23305X AS 0	DBUBS MORTGAGE TRUST 11-LC2A A1FL		06/10/2014	PAYDOWN		33,222	33,222	33,222	33,222				0		33,222			0	196	07/12/2044	1FM
36249K AA 8	GS MORTGAGE SECURITIES CORPORA 10-C1 A1		06/01/2014	PAYDOWN		28,768	28,768	29,631	28,911		(143)		(143)		28,768			0	662	05/10/2020	1FM
57165L AA 2	MARRIOTT VACATION CLUB OWNER T 10-1A A		06/20/2014	PAYDOWN		26,149	26,149	26,146	26,105		44		44		26,149			0	385	10/20/2032	1FE
59549P AA 6	MID-STATE TR 4 A		04/01/2014	PAYDOWN		698	698	738	700		(2)		(2)		698			0	29	04/01/2030	3AM
61747Y CF 0	MORGAN STANLEY		05/13/2014	MATURITY		925,000	925,000	1,000,001	991,178		(882)		(882)		990,296		(65,296)	(65,296)	27,750	05/13/2014	1FE
65476H AD 2	NISSAN AUTO RECEIVABLES OWNER 11-A A4		06/15/2014	PAYDOWN		301,456	301,456	301,389	301,284		172		172		301,456			0	2,419	09/15/2017	1FE
713448 CE 6	PEPSICO INC		06/02/2014	WELLS FARGO FINANCIAL		1,002,760	1,000,000	992,710	993,692		1,243		1,243		994,935		7,825	7,825	5,425	02/26/2016	1FE
76110V LB 2	RESIDENTIAL FDG MTG SECS II 02 HI4 M1		06/01/2014	PAYDOWN		536	536	535	536				0		536			0	12	10/25/2027	1FM
79548K XP 8	SALOMON BROS MTG SECS VII 97 HUD2 AWAC		06/01/2014	PAYDOWN		222	222	182	221		1		1		222			0	2	07/25/2024	1FM
86358R XZ 5	STRUCTURED ASSET SECS CORP 02 AL1 A3		06/01/2014	PAYDOWN		688	688	604	604				0		604		83	83	10	02/25/2032	1FM
86359A ME 0	STRUCTURED ASSET SECS CORP 03 AL1 A		06/01/2014	PAYDOWN		3,326	3,326	3,187	3,200				0		3,200		126	126	46	04/25/2031	1FM
907818 CT 3	UNION PACIFIC CORPORATION		05/01/2014	MATURITY		250,000	250,000	254,018	250,249		(249)		(249)		250,000			0	6,719	05/01/2014	1FE
92903P AA 7	VNO 2010-VNO A1		06/10/2014	PAYDOWN		35,268	35,268	35,268	35,244		25		25		35,268			0	437	09/13/2028	1FM
92976B DT 6	WACHOVIA BK COMM MTG TR 06 C23 A4		06/01/2014	PAYDOWN		33,442	33,442	36,540	33,692		(250)		(250)		33,442			0	865	01/15/2045	1FM
3899999. Total Bonds - Industrial and Miscellaneous						5,897,501	5,786,711	6,035,403	5,948,307	0	(14,922)	0	(14,922)	0	5,933,384	0	(35,884)	(35,884)	79,786	XXX	XXX

Statement for June 30, 2014 of the **Safe Auto Insurance Company**

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
8399997. Total Bonds - Part 4						10,576,786	10,465,996	11,026,772	10,557,294	0	(41,154)	0	(41,154)	0	10,612,309	0	(35,524)	(35,524)	175,071	XXX	XXX
8399999. Total Bonds						10,576,786	10,465,996	11,026,772	10,557,294	0	(41,154)	0	(41,154)	0	10,612,309	0	(35,524)	(35,524)	175,071	XXX	XXX
Common Stocks - Industrial and Miscellaneous																					
030371 10 8	AMERICAN VANGUARD CORP		04/11/2014	DIRECT	1,925.000	38,786	XXX	42,262					0		42,262		(3,476)	(3,476)	96	XXX	L
032511 10 7	ANADARKO PETROLEUM CORPORATION		04/08/2014	DIRECT	494.000	48,545	XXX	41,732					0		41,732		6,813	6,813		XXX	L
053015 10 3	AUTOMATIC DATA PROCESSING INC		06/04/2014	VARIOUS	575.000	45,427	XXX	44,821					0		44,821		606	606	276	XXX	L
054303 10 2	AVON PRODUCTS INC		06/11/2014	RAYMOND JAMES	10,960.000	161,890	XXX	157,857					0		157,857		4,033	4,033	343	XXX	L
071813 10 9	BAXTER INTERNATIONAL INC		06/04/2014	MERRILL LYNCH	3,691.000	274,837	XXX	275,477					0		275,477		(639)	(639)		XXX	L
125581 80 1	CIT GROUP INC		06/18/2014	RAYMOND JAMES	3,572.000	160,003	XXX	150,279					0		150,279		9,724	9,724		XXX	L
126408 10 3	CSX CORPORATION		06/04/2014	VARIOUS	1,613.000	47,033	XXX	46,533					0		46,533		500	500	334	XXX	L
12673A 10 8	CYS INVESTMENTS INC		05/13/2014	RAYMOND JAMES	10,177.000	88,063	XXX	87,087					0		87,087		976	976	1,592	XXX	L
18683K 10 1	CLIFFS NATURAL RESOURCES INC		06/11/2014	RAYMOND JAMES	8,566.000	122,689	XXX	158,778					0		158,778		(36,089)	(36,089)	1,285	XXX	L
23331A 10 9	DR HORTON INCORPORATED		06/24/2014	RAYMOND JAMES	2,659.000	64,057	XXX	59,272					0		59,272		4,784	4,784	62	XXX	L
242370 20 3	DEAN FOODS CO		04/08/2014	DIRECT	2,839.000	44,517	XXX	42,123					0		42,123		2,394	2,394	199	XXX	L
247916 20 8	DENBURY RESOURCES INC		06/11/2014	RAYMOND JAMES	8,760.000	150,731	XXX	145,921					0		145,921		4,810	4,810	548	XXX	L
26138E 10 9	DR PEPPER SNAPPLE GROUP INC		05/21/2014	RAYMOND JAMES	1,053.000	60,230	XXX	56,751					0		56,751		3,479	3,479		XXX	L
263534 10 9	DU PONT (EI) DE NEMOURS & COMPANY		06/04/2014	VARIOUS	625.000	42,921	XXX	42,316					0		42,316		605	605	338	XXX	L
281020 10 7	EDISON INTERNATIONAL		04/08/2014	DIRECT	348.000	19,471	XXX	17,811					0		17,811		1,661	1,661	124	XXX	L
291011 10 4	EMERSON ELECTRIC CO		06/04/2014	VARIOUS	616.000	41,317	XXX	40,260					0		40,260		1,056	1,056	266	XXX	L
30231G 10 2	EXXON MOBIL CORPORATION		06/04/2014	VARIOUS	487.000	49,211	XXX	45,586					0		45,586		3,625	3,625	263	XXX	L
30249U 10 1	FMC TECHNOLOGIES INC		05/08/2014	RAYMOND JAMES	675.000	38,061	XXX	35,910					0		35,910		2,151	2,151		XXX	L
307000 10 9	FAMILY DOLLAR STORES		06/11/2014	RAYMOND JAMES	1,049.000	70,865	XXX	60,975					0		60,975		9,890	9,890		XXX	L
364760 10 8	GAP INC		06/18/2014	MERRILL LYNCH	6,087.000	248,199	XXX	250,608					0		250,608		(2,410)	(2,410)		XXX	L
369550 10 8	GENERAL DYNAMICS CORP		06/04/2014	VARIOUS	494.000	57,030	XXX	55,180					0		55,180		1,851	1,851	291	XXX	L
372460 10 5	GENUINE PARTS COMPANY		06/04/2014	VARIOUS	433.000	37,236	XXX	38,009					0		38,009		(773)	(773)		XXX	L
478160 10 4	JOHNSON & JOHNSON		06/04/2014	VARIOUS	660.000	65,723	XXX	61,621					0		61,621		4,102	4,102	327	XXX	L
524660 10 7	LEGGETT & PLATT INCORPORATED		06/23/2014	RAYMOND JAMES	1,777.000	60,507	XXX	58,023					0		58,023		2,484	2,484	167	XXX	L
535678 10 6	LINEAR TECHNOLOGY CORP		06/04/2014	VARIOUS	933.000	43,804	XXX	44,113					0		44,113		(308)	(308)	344	XXX	L
577081 10 2	MATTEL INC		04/08/2014	DIRECT	474.000	18,286	XXX	17,817					0		17,817		470	470		XXX	L
580135 10 1	MCDONALDS CORPORATION		06/04/2014	VARIOUS	429.000	43,108	XXX	40,733					0		40,733		2,376	2,376	325	XXX	L
655844 10 8	NORFOLK SOUTHERN CORPORATION		06/04/2014	VARIOUS	526.000	52,236	XXX	49,770					0		49,770		2,466	2,466	493	XXX	L
666807 10 2	NORTHROP GRUMMAN CORPORATION		06/04/2014	VARIOUS	331.000	40,250	XXX	41,021					0		41,021		(771)	(771)	219	XXX	L
704326 10 7	PAYCHEX INC		06/04/2014	VARIOUS	1,026.000	42,408	XXX	43,061					0		43,061		(653)	(653)	299	XXX	L
709102 10 7	PENN REAL ESTATE INVEST TST		05/13/2014	RAYMOND JAMES	2,305.000	40,689	XXX	41,725					0		41,725		(1,036)	(1,036)		XXX	L
742718 10 9	PROCTER & GAMBLE COMPANY (THE)		06/04/2014	VARIOUS	446.000	36,034	XXX	34,904					0		34,904		1,130	1,130	463	XXX	L
74834L 10 0	QUEST DIAGNOSTICS INCORPORATED		05/21/2014	RAYMOND JAMES	1,053.000	60,471	XXX	58,871					0		58,871		1,600	1,600	112	XXX	L

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Desig-nation or Market Indicator (a)
755111 50 7	RAYTHEON COMPANY		06/04/2014	VARIOUS	351.000	34,245	XXX	35,338					0		35,338		(1,093)	(1,093)	101	XXX	L
880770 10 2	TERADYNE INC		05/08/2014	VARIOUS	1,855.000	32,851	XXX	36,429					0		36,429		(3,579)	(3,579)	111	XXX	L
88579Y 10 1	3M COMPANY		06/04/2014	MERRILL LYNCH	194.000	27,598	XXX	27,280					0		27,280		318	318		XXX	L
913017 10 9	UNITED TECHNOLOGIES CORPORATION		05/08/2014	MERRILL LYNCH	1,504.000	175,656	XXX	177,499					0		177,499		(1,842)	(1,842)		XXX	L
931142 10 3	WAL-MART STORES INC		06/04/2014	VARIOUS	472.000	36,480	XXX	35,200					0		35,200		1,280	1,280	400	XXX	L
97382A 10 1	WINDSTREAM HOLDINGS INC		06/11/2014	RAYMOND JAMES	16,587.000	159,746	XXX	145,778					0		145,778		13,968	13,968	1,291	XXX	L
9099999. Total Common Stocks - Industrial and Miscellaneous						2,881,211	XXX	2,844,731	0	0	0	0	0	0	2,844,731	0	36,483	36,483	10,669	XXX	XXX
9799997 Total Common Stocks - Part 4						2,881,211	XXX	2,844,731	0	0	0	0	0	0	2,844,731	0	36,483	36,483	10,669	XXX	XXX
9799999. Total Common Stocks						2,881,211	XXX	2,844,731	0	0	0	0	0	0	2,844,731	0	36,483	36,483	10,669	XXX	XXX
9899999. Total Preferred and Common Stocks						2,881,211	XXX	2,844,731	0	0	0	0	0	0	2,844,731	0	36,483	36,483	10,669	XXX	XXX
9999999. Total Bonds, Preferred and Common Stocks						13,457,997	XXX	13,871,503	10,557,294	0	(41,154)	0	(41,154)	0	13,457,040	0	959	959	185,740	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:...............0.

Sch. DB-Pt A-Sn 1
NONE

Sch. DB-Pt A-Sn 1-Footnote A
NONE

Sch. DB-Pt A-Sn 1-Footnote B
NONE

Sch. DB-Pt B-Sn 1
NONE

Sch. DB-Pt B-Sn 1-Footnote A
NONE

Sch. DB-Pt B-Sn 1-Footnote B
NONE

Sch. DB-Pt B-Sn 1B-Broker List
NONE

Sch. DB-Pt D-Sn 1
NONE

Sch. DB-Pt D-Sn 2
NONE

Sch. DL-Pt. 1
NONE

Sch. DL-Pt. 2
NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
			Rate of	Amount of Interest Received During	Amount of Interest Accrued at Current	6	7	8	
Depository		Code	Interest	Current Quarter	Statement Date	First Month	Second Month	Third Month	*
Open Depositories									
PNC PRIME MONEY MARKET FUND				18		58,029	58,032	1,033	XXX
ML BUSINESS DEPOSIT PROGRAM				137		373,947	399,597	444,288	XXX
BBIF MONEY FUND CLASS 4						44,178	216,620	93,964	XXX
PREFERRED DEPOSIT (BUS)				235		50,497	50,503	50,509	XXX
INTEREST RECEIVED DURING QTR ON DISPOSED HOLDINGS				44					XXX
JP MORGAN CHASE	COLUMBUS, OH					6,193,530	6,071,588	(809,581)	XXX
PITNEY BOWES	PITTSBURGH, PA					127,231	177,266	127,295	XXX
US BANK	COLUMBUS, OH					34,474	96,191	172,442	XXX
FEDERAL HOME LOAN BANK	CINCINNATI, OH					12,888	12,879	19,680	XXX
MERRILL LYNCH	COLUMBUS, OH					42,080		63,112	XXX
0199999. Total Open Depositories		XXX	XXX	434	0	6,936,854	7,082,676	162,742	XXX
0399999. Total Cash on Deposit		XXX	XXX	434	0	6,936,854	7,082,676	162,742	XXX
0599999. Total Cash		XXX	XXX	434	0	6,936,854	7,082,676	162,742	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due & Accrued	Amount Received During Year

NONE

* 2 5 4 0 5 2 0 1 4 5 0 5 0 0 1 0 2 *

DIRECTOR AND OFFICER INSURANCE COVERAGE SUPPLEMENT

Year To Date For the Period Ended June 30, 2014

NAIC Group Code.....0 NAIC Company Code.....25405

Company Name: Safe Auto Insurance Company

If the reporting entity writes any director and officer (D&O) business, please provide the following:

1. Monoline Policies

1 Direct Written Premiums	2 Direct Earned Premiums	3 Direct Losses Incurred
....	....	....

2. Commercial Multiple Peril (CMP) Packaged Policies

2.1 Does the reporting entity provide D&O liability coverage as part of a CMP packaged policy? .... Yes [ ] No [X]

2.2 Can the direct premium earned for D&O liability coverage provided as part of a CMP packaged policy be quantified or estimated? .... Yes [ ] No [X]

2.3 If the answer to question 2.2 is yes, provide the quantified or estimated direct premium earned amount for D&O liability coverage in CMP packaged policies:

2.31 Amount quantified: ....

2.32 Amount estimated using reasonable assumptions: ....

2.4 If the answer to question 2.1 is yes, provide direct losses incurred (losses paid plus change in case reserves) for the D&O liability coverages provided in CMP packaged policies: ....